

B210A (Form 210A) (12/09)

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc.

Case No. 08-13555

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Citigroup Financial Products, Inc.

Name of Transferee

DZ BANK AG Deutsche Zentral-

Genossenschaftsbank

Name of Transferor

Name and Address where notices to transferee
should be sent:

Citigroup Financial Products Inc.
390 Greenwich Street, 4th floor
New York, New York 10013
Attn: Rohit Bansal
Phone: 212-723-1058

Court Claim # (if known): 17423

Amount of Claim: \$213,525,103.75

Amount of Claim Transferred:

\$213,525,103.75

Allowed Amount of Claim: \$146,000,000.00

Allowed Amount of Claim Transferred:

\$146,000,000.00

Date Claim Filed: September 18, 2009

With a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
Attn: Douglas R. Davis
Phone: 212-373-3000
Email: ddavis@paulweiss.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Transferee/Transferee's Agent

Scott R. Evan
Authorized Signatory

Date: 5/2/12

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc.

Case No. 08-13555

**NOTICE OF TRANSFER OF CLAIM
OTHER THAN FOR SECURITY**

Claim No. 17423 was filed or deemed filed under 11 U.S.C. § 1111(a) in this case by the alleged transferor. As evidence of the transfer of that claim, the transferee filed a Transfer of Claim Other than for Security in the clerk's office of this court on May 2, 2012.

DZ BANK AG Deutsche Zentral-
Genossenschaftsbank
Name of Alleged Transferor

Citigroup Financial Products, Inc
Name of Transferee

Address of Alleged Transferor:

DZ BANK AG Deutsche Zentral-
Genossenschaftsbank
Attn: Stephan Rost
D-60265 Frankfurt am Main
Federal Republic of Germany
Germany
Phone: 011 49 69 7447 90251

Address of Transferee:

Citigroup Financial Products Inc.
390 Greenwich Street, 4th floor
New York, New York 10013
Attn: Rohit Bansal
Phone: 212-723-1058

With a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019
Attn: Douglas R. Davis
Phone: 212-373-3000
Email: ddavis@paulweiss.com

DEADLINE TO OBJECT TO TRANSFER

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty-one (21) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EVIDENCE OF TRANSFER OF CLAIM

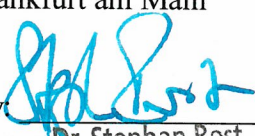
TO: Clerk, United States Bankruptcy Court, Southern District of New York

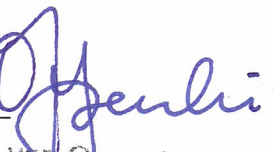
DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, located at Platz der Republik, Frankfurt am Main, 60265 Germany ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to **Citigroup Financial Products Inc.**, its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller against **Lehman Brothers Special Financing Inc.** (Claim No.: 17423) in the amount of \$146,000,000.00 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. Seller hereby appoints Buyer as its true and lawful attorney-in-fact with respect to the Claim and authorizes Buyer to act in Seller's name, place and stead, to negotiate, demand, sue for, compromise and recover all such sums of money which now are, or may hereafter become due and payable for or on account of the Claim, and to do all things necessary to enforce the Claim and Seller's rights related thereto. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the 1 day of MAY, 2012.

DZ BANK AG
Deutsche Zentral-Genossenschaftsbank,
Frankfurt am Main

By: 
Name: Dr. Stephan Rost
Title: Legal Counsel


von Oppenkowski
Managing Director

CITIGROUP FINANCIAL PRODUCTS INC.

By: _____
Name:
Title:

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, located at Platz der Republik, Frankfurt am Main, 60265 Germany ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to **Citigroup Financial Products Inc.**, its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller against **Lehman Brothers Special Financing Inc.** (Claim No.: 17423) in the amount of \$146,000,000.00 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. Seller hereby appoints Buyer as its true and lawful attorney-in-fact with respect to the Claim and authorizes Buyer to act in Seller's name, place and stead, to negotiate, demand, sue for, compromise and recover all such sums of money which now are, or may hereafter become due and payable for or on account of the Claim, and to do all things necessary to enforce the Claim and Seller's rights related thereto. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim by their duly authorized representatives as of the ____ day of _____, 2012.

DZ BANK AG
Deutsche Zentral-Genossenschaftsbank,
Frankfurt am Main

By: _____
Name:
Title:

CITIGROUP FINANCIAL PRODUCTS INC.

By: 
Name: **BRIAN BLESSING**
Title: **AUTHORIZED SIGNATORY**

Lehman Brothers Holdings Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5076
New York, NY 10150-5076

In Re:
Lehman Brothers Holdings Inc., et al.
Debtors.

Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

Name of Debtor Against Which Claim is Held
LEHMAN BROTHERS SPECIAL
FINANCING INC.

Case No. of Debtor
08-13888 (JMP)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

DZ BANK AG Deutsche Zentral-
Genossenschaftsbank
Attn: Stephan Rost
D-60265 Frankfurt am Main
Federal Republic of Germany

Stroock & Stroock & Lavan
LLP
Attn: Francis Healy
180 Maiden Lane
New York, New York 10038
fhealy@stroock.com

Telephone number:
011 49 69 7447 90251

Email Address:
Stephan.Rost@dzbank.de

Name and address where payment should be sent (if different from above)

DZ BANK AG Deutsche Zentral-Genossenschaftsbank
D-60265 Frankfurt am Main
Federal Republic of Germany

Telephone number:
011 49 69 7447 90251

Email Address:
Stephan.Rost@dzbank.de

Unique Identification Number: 1000093581

Filed: USBC - Southern District of New York
Lehman Brothers Holdings Inc., Et Al.
08-13555 (JMP) 0000017423



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NOTICE OF SCHEDULED CLAIM:

Your Claim is scheduled by the indicated Debtor as:

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim
Number: _____

(If known)

Filed on: _____

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 213,525,103.75

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6.

☒ Check this box if all or part of your claim is based on a Derivative Contract.*

☐ Check this box if all or part of your claim is based on a Guarantee.*

*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.

☒ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: Derivatives Transactions under ISDA Master Agreement
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☒ Other

Describe: Setoff, netting and/or recoupment (See Derivative Questionnaire)

Value of Property: \$ _____ Annual Interest Rate _____ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____
(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:
September 17,
2009

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Carl Amendola, Managing Director

Nancy J. O'Connor, Senior Vice President

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 1593

FOR COURT USE ONLY

FILED / RECEIVED

SEP 18 2009

EPIC BANKRUPTCY SOLUTIONS, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**RIDER TO PROOF OF CLAIM OF DZ BANK AG DEUTSCHE ZENTRAL-
GENOSSENSCHAFTSBANK AGAINST LEHMAN BROTHERS SPECIAL FINANCING
INC. (CASE NO. 08-13888)**

1. DZ BANK AG Deutsche Zentral-Genossenschaftsbank ("Claimant") submits this Rider to its annexed proof of claim against the debtor, Lehman Brothers Special Financing Inc. (the "Debtor").

2. Details of this Claim are contained in this rider, the annexed proof of claim, in the Derivative Questionnaire and/or Guarantee Questionnaire submitted or to be submitted by Claimant, and in the supporting documents uploaded by Claimant in connection therewith (collectively, the "Claim Materials").

3. The amount stated in section 1 of the annexed proof of claim includes legal fees incurred through July 31, 2009. Claimant also asserts a claim for legal fees incurred after July 31, 2009. Claimant reserves the right to amend the Claim Materials as necessary or appropriate to amend, revise, increase or correct the amount and/or details of the various claims set forth therein and/or to include any and all other claims that Claimant may now have or may have in the future against the Debtor arising under, related to or in connection with the matters referred to therein, including, without limitation, to (a) assert a claim for interest, fees, costs and expenses in addition to any otherwise set forth in the Claims Materials, and (b) seek such appropriate relief

as may be required in connection with any of the claims described therein. To the extent Claimant asserts a right of setoff, Claimant reserves the right to revise this claim in the event any portion of such setoff is disallowed for any reason. Claimant further reserves the right to file additional proofs of claim with respect to any other claims it may have against Debtor or any other of the Lehman debtors. Nothing contained herein shall be deemed a waiver of any rights that Claimant has or may have, including but not limited to rights to recover interest arising or accruing after the Petition Date.

4. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may

be commenced in these cases against or otherwise involving Claimant; or (g) an election of remedies.

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Ashley Voll
RECEIVED BY:

9/18/09
DATE

9:02
TIME